

CERTIFICATE OF OWNERSHIP AND MERGER

OF

**GRANT SERVICE COMPANY, a Delaware corporation,
DELLWOOD SERVICE COMPANY, a Delaware corporation,
COMMERCIAL DISCOUNT CORPORATION, a California corporation,
COMMERCIAL DISCOUNT CORPORATION, a Delaware corporation, AND
TRANS-NATIONAL LEASING, INC., a Texas corporation**

INTO

ASSOCIATES FLEET LEASING OF MADISON, INC.

(a Delaware corporation)

It is hereby certified that:

1. Associates Fleet Leasing of Madison, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of Grant Service Company, a Delaware corporation, Dellwood Services Company, a Delaware corporation, Commercial Discount Corporation, a California corporation, Commercial Discount Corporation, a Delaware corporation, and Trans-National Leasing, Inc., a Texas corporation.

3. The laws of the jurisdiction of organization of Delaware, California and Texas permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges Grant Service Company, a Delaware corporation, Dellwood Services Company, a Delaware corporation, Commercial Discount Corporation, a California corporation, Commercial Discount Corporation, a Delaware corporation, and Trans-National Leasing, Inc., a Texas corporation, into the Corporation.

5. The following is a copy of the resolutions adopted on January 4, 1993 by the Board of Directors of the Corporation to merge the said Grant Service Company, a Delaware corporation, Dellwood Services Company, a Delaware corporation, Commercial Discount Corporation, a California corporation, Commercial Discount Corporation, a Delaware corporation, and Trans-National Leasing, Inc., a Texas corporation, into the Corporation:

RESOLVED, that Grant Service Company, a Delaware corporation, Dellwood Services Company, a Delaware corporation, Commercial Discount Corporation, a California corporation, Commercial Discount Corporation, a Delaware corporation, and Trans-National Leasing, Inc., a Texas corporation, be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Grant Service Company, a Delaware corporation, Dellwood Services Company, a Delaware corporation, Commercial Discount Corporation, a California corporation, and Trans-National Leasing, Inc., a Texas corporation, be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Grant